GUERRERO VENTURES INC.

3904-1077 W. Cordova Street
Vancouver, BC V6C 2C6
Phone: (604) 605-0777 Fax: (604) 669-5572

INFORMATION CIRCULAR

(As at August 26, 2015, except as indicated)

Guerrero Ventures Inc. (the "**Company**") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general meeting (the "**Meeting**") of the Company to be held on September 30, 2015 and at any adjournments. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a shareholder's behalf in accordance with the instructions given by the shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A shareholder has the right to appoint a person other than a Management Proxyholder, to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder.

VOTING BY PROXY

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Shares represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the shareholder on any ballot that may be called for and if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

If a shareholder does not specify a choice and the shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1, not

later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting, or at the Meeting, provided that the chairman of the Meeting elects to exercise his or her discretion to accept late proxies at the Meeting.

NON-REGISTERED HOLDERS

Only shareholders whose names appear on the records of the Company as the registered holders of shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are "non-registered" shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or clearing agency such as The Canadian Depository for Securities Limited (a "**Nominee**"). If you purchased your shares through a broker, you are likely a non-registered holder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the form of proxy, to the Nominees for distribution to non-registered holders.

Nominees are required to forward the Meeting materials to non-registered holders to seek their voting instructions in advance of the Meeting. Shares held by Nominees can only be voted in accordance with the instructions of the non-registered holder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your shares are voted at the Meeting.

If you, as a non-registered holder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered holders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners ("**NOBOs**"). Those non-registered holders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("**OBOs**").

In accordance with the requirements of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**") of the Canadian Securities Administrators, the Company has elected to send the Meeting materials directly to NOBOs. If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions.

The Company intends to pay for Nominees to deliver the Meeting materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary* to OBOs. Please return your voting instructions as specified under "Completion and Return of Proxy".

NOTICE-AND-ACCESS

The Company is not sending the Meeting materials to shareholders using "notice-and-access", as defined under NI 54-101.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a shareholder, his or her attorney authorized in writing or, if the shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares without par value ("**shares**"), of which **52,251,960** shares are issued and outstanding. Persons who are registered shareholders at the close of business on the record date, August 26, 2015, will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares.

To the knowledge of the directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all shares of the Company.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

It is the responsibility of the entire Board of Directors to determine the compensation for the Company's Named Executive Officers (as defined below). The Company's objective is to ensure that compensation for its Named Executive Officers is sufficiently attractive to recruit, retain and motivate high performing individuals who will assist the Company in reaching its corporate goals. The Board of Directors is responsible for ensuring that compensation is fair, balanced and linked to the performance of the Company and each Named Executive Officer.

Compensation for the Named Executive Officers is composed of three components: base salary, performance bonuses and stock options. Performance bonuses are considered from time to time taking into account the above-referenced objectives and industry standards. When establishing base salary, the award of stock options and performance bonuses, the Board of Directors takes into consideration individual performance, level of responsibility, length of service and type and amount of compensation provided by competitors of similar size and stage of development in the mineral exploration industry. Compensation is reviewed annually in light of the Company's objectives and personal performance.

Compensation Risk Management

The Board has not proceeded to an evaluation of the implications of the risks associated with the Company's compensation policies and practices.

The Company has not adopted a policy forbidding directors or officers from purchasing financial instruments that are designed to hedge or offset a decrease in market value of the Company's securities granted as compensation or held, directly or indirectly, by directors or officers. The Company is not, however, aware of any directors or officers having entered into this type of transaction.

Option-based Awards

The Company has in place a stock option plan for the granting of incentive stock options to directors, officers, employees and consultants. The purpose of granting such options is to attract, retain and motivate directors, officers, employees and consultants of the Company and advance the interests of the Company by closely aligning the personal interests of such persons to those of the Company's shareholders by affording such persons with the opportunity to acquire an equity interest in the Company. See "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan" below for details relating to the Company's existing stock option plan.

It is the responsibility of the entire Board of Directors to determine the stock options to be granted to the Company's Named Executive Officers and directors. In determining the number of options to be granted, the Board of Directors takes into account the objectives discussed under "Compensation Discussion and Analysis" above, the number of options, if any, previously granted to such persons, and other factors.

Compensation Governance

The Board has not adopted any formal policies or practices to determine the compensation for the Company's directors and executive officers. The Company does not have a compensation committee. The Board as a whole has the responsibility to administer the compensation related to directors and executive officers of the Company. Further information regarding the considerations of the Board in determining compensation for directors and executive officers appears above under "Compensation Discussion and Analysis".

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6 - *Statement of Executive Compensation* ("**Form 51-102F6**")) sets forth all annual and long term compensation for services in all capacities to the Company for the three most recently completed financial years in respect of each of the individuals comprised of the Chief Executive Officer and the Chief Financial Officer as at December 31, 2014 and the other three most highly compensated executive officers of the Company as at December 31, 2014 whose individual total compensation for the most recently completed financial year exceeded $150,000 and any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity at the end of the most recently completed financial year (collectively the "**Named Executive Officers**" or "**NEOs**").

NEO Name and Principal Position	Year	Salary ($)	Share Based Awards ($)	Option Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long – Term Incentive Plans			
David Baker	2014	$75,000[(1)]	Nil	$74,286	Nil	Nil	Nil	Nil	$149,286
President &	2013	$60,000[(1)]	Nil	Nil	Nil	Nil	Nil	Nil	$60,000
CEO	2012	$60,000[(1)]	Nil	Nil	Nil	Nil	Nil	Nil	$60,000
Vivian Gu	2014	$33,000 [(2)]	Nil	$44,571	Nil	Nil	Nil	Nil	$77,571
CFO	2013	$18,000 [(2)]	Nil	Nil	Nil	Nil	Nil	Nil	$18,000
	2012	$18,000[(2)]	Nil	Nil	Nil	Nil	Nil	Nil	$18,000

(1) Consulting Fees paid to D. Baker Capital Inc. Mr. Baker also serves as a director of the Company. He did not receive any compensation for his role as a director of the Company.

(2) Consulting Fees paid to Viv Business Consulting Ltd.

Incentive Plan Awards

The Company does not have any incentive plans pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to the Named Executive Officers.

The Company has in place a stock option plan for the granting of incentive stock options to Named Executive Officers, directors, officers, employees and consultants. See "Compensation Discussion and Analysis - Option-based Awards" above and "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan" below for further details relating to the Company's existing stock option plan.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the Named Executive Officers:

	Option-Based Awards				***Share-Based Awards***		
Name	***Number of Securities Underlying Unexercised Options (#)***	***Option Exercise Price ($)***	***Option Expiration Date***	***Value of Unexercised In-The-Money Options ($)[1]***	***Number of Shares Or Units Of Shares That Have Not Vested (#)***	***Market or Payout Value Of Share-Based Awards That Have Not Vested ($)***	***Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed ($)***
David Baker President & CEO	500,000	C$0.16	08/20/2019	0	N/A	N/A	N/A
Vivian Gu CFO	300,000	C$0.16	08/20/2019	0	N/A	N/A	N/A

(1) This amount is calculated based on the difference between the exercise price of the option and the closing price of the Company's shares on the TSX Venture Exchange on December 31, 2014 of C$0.095.

Incentive Plan Awards - Value Vested or Earned During The Year

The value vested or earned during the most recently completed financial year of incentive plan awards granted to Named Executive Officers is as follows:

NEO Name	***Option-Based Awards - Value Vested During The Year ($)[1]***	***Share-Based Awards - Value Vested During The Year ($)[2]***	***Non-Equity Incentive Plan Compensation - Value Earned During The Year ($)***
David Baker President & CEO	25,000	N/A	N/A
Vivian Gu CFO	15,000	N/A	N/A

(1) This amount is the aggregate dollar value that would have been realized if the options under the option-based awards had been exercised on the vesting date of August 21, 2014. It is determined by the difference between the exercise price of the options and the market price on the date of vesting (C$0.21).

(2) The Company has not granted any share based awards.

Pension Plan Benefits

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

Termination of Employment, Changes in Responsibility and Employment Contracts

The Company does not have an employment contract with any Named Executive Officer.

The Company does not have a compensatory plan, contract or arrangement that provides for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or otherwise), resignation, retirement, a change of control of the Company or a change in responsibilities of the NEO.

Director Compensation

The following table sets forth all amounts of compensation provided to the directors, who are not also Named Executive Officers, for the Company's most recently completed financial year ended on December 31, 2014:

Director Name	*Fees Earned ($)*	*Share-Based Awards ($)*	*Option-Based Awards ($)*	*Non-Equity Incentive Plan Compensation ($)*	*Pension Value ($)*	*All Other Compensation ($)*	*Total ($)*
J. Earl Terris	Nil	Nil	$44,571	Nil	Nil	$15,000 (1)	$59,571
Don Dybyk	Nil	Nil	$14,857	Nil	Nil	$6,000	$20,857
Matthew Watson (2)	Nil	Nil	$93,974	Nil	Nil	$93,333(3)	$187,307
Robert McMorran(2)	Nil	Nil	$39,124	Nil	Nil	$10,000(3)	$49,124

(1) Paid to Mr. Terris for consulting services.
(2) Mr. Watson and Mr. McMorran were appointed directors on June 30, 2014.
(3) Change of control payments made pursuant to the plan of arrangement on June 30, 2014.

Discussion of Director Compensation

Except for the Company's stock option plan, the Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this Information Circular.

Directors may be compensated from time to time for consulting services provided. The compensation payable for consulting services is determined by the Board of Directors according to their understanding as to the amount of compensation that is reasonable in the circumstances.

Directors are eligible to receive stock options granted pursuant to the Company's stock option plan. The Board of Directors, as a whole, determines stock option grants for each director. During the most recently completed financial year, the Company granted incentive stock options to purchase shares of the Company to its directors. See "Compensation Discussion and Analysis - Option-based Awards" above and "Particulars of Other Matters to be Acted Upon – Ratification of Stock Option Plan" below for further details relating to the Company’s existing stock option plan.

Incentive Plan Awards – Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information concerning all awards outstanding under incentive plans of the Company at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, to each of the directors who are not Named Executive Officers:

	Option-Based Awards				***Share-Based Awards***		
Director Name	***Number of Securities Underlying Unexercised Options (#)***	***Option Exercise Price ($)***	***Option Expiration Date***	***Value of Unexercised In-The-Money Options ($) (1)***	***Number of Shares Or Units Of Shares That Have Not Vested (#)***	***Market or Payout Value Of Share-Based Awards That Have Not Vested ($)***	***Market or Payout Value of Share-Based Awards That Have Not Vested ($)***
J. Earl Terris	300,000	$0.16	08/20/2019	0	N/A	N/A	N/A
Don Dybyk	100,000	$0.16	08/20/2019	0	N/A	N/A	N/A
Matthew Watson	300,000	$0.16	08/20/2019	0	N/A	N/A	N/A
	100,000	$0.20	05/18/2018	0			
	150,000	$0.21	12/07/2017	0			
	150,000	$0.40	11/25/2016	0			
	125,000	$0.24	07/13/2016	0			
Robert McMorran	200,000	$0.16	08/20/2019	0	N/A	N/A	N/A
	15,000	$0.24	07/13/2016	0			
	35,000	$0.40	11/25/2016	0			
	50,000	$0.20	05/18/2018	0			

(1) This amount is calculated based on the difference between the exercise price of the option and the closing price of the Company's shares on the TSX Venture Exchange on December 31, 2014 C$0.095.

Incentive Plan Awards - Value Vested Or Earned During The Year

The following table sets forth the value vested or earned during the most recently completed financial year of incentive plan awards granted to directors who are not Named Executive Officers of the Corporation:

Director Name	***Option-Based Awards - Value Vested During The Year ($)(1)***	***Share-Based Awards - Value Vested During The Year ($) (2)***	***Non-Equity Incentive Plan Compensation - Value Earned During The Year ($)***
J. Earl Terris	15,000	N/A	N/A
Don Dybyk	5,000	N/A	N/A
Matthew Watson	15,000	N/A	N/A
Robert McMorran	10,000	N/A	N/A

(1) This amount is the aggregate dollar value that would have been realized if the options under the option based awards had been exercised on the vesting date of August 21, 2014. It is determined by the difference between the exercise price of the option and the market price on the date of vesting (C$0.21).

(2) The Company has not granted any share based awards.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year:

Plan Category	*Number of securities to be issued upon exercise of outstanding options, warrants and rights*[(1)] *(a)*	*Weighted-average exercise price of outstanding options, warrants and rights* *(b)*	*Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))*[(2)] *(c)*
Equity compensation plans approved by securityholders	Nil	N/A	301,196
Equity compensation plans not approved by securityholders	N/A	N/A	Nil
Total	**Nil**	**N/A**	**301,196**

(1) Represents the number of shares available for issuance upon exercise of outstanding stock options as at December 31, 2014

(2) Represents the number of shares remaining available for future issuance under stock options available for grant as of December 31, 2014 under the Company's stock option plan. The maximum number of shares which may be issued pursuant to options granted under the stock option plan is 10% of the issued and outstanding shares at the time of grant. See "Particulars of Matters to be Acted Upon – Ratification of Stock Option Plan" for further details concerning the stock option plan.

INDEBTEDNESS TO COMPANY OF DIRECTORS AND EXECUTIVE OFFICERS

As at August 26, 2015, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with the purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

(i) is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or

(ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person or proposed director of the Company or any associate or affiliate of any of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

No management functions of the Company or its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

A summary of the responsibilities and activities and the membership of the Audit Committee is set out below.

National Policy 58-201, *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101, *Disclosure of Corporate Governance Practices* ("**NI 58-101**") mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

The Company's Board consists of five directors, four of whom are independent. J. Earl Terris, Don Dybyk, Matthew Watson and Robert McMorran are "independent" as defined in NP 58-201 and NI 58-101. David Baker is not independent as he is the President and CEO of the Company.

Management Supervision by Board

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. The independent directors are however able to meet at any time without any members of management, including any non-independent directors, being present. Further supervision is performed through the Audit Committee which is composed of a majority of independent directors who meet with the Company's auditors without management being in attendance. The independent directors exercise their responsibilities for independent oversight of management through their majority control of the Board and through having an independent Chair of the Board or the Board may from time to time appoint a lead director to direct Board operations.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described in the table provided under "Election of Directors" in this Information Circular.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors, the Audit Committee and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board of Directors expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. The Board of Directors has not adopted a formal written code of ethics. However, the current size of the Company's operations and the relatively small number of officers and employees allow the independent members of the Board of Directors to monitor on an ongoing basis the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board of Directors will consider formulating and implementing a formal code of ethics.

Nomination of Directors

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates.

Compensation of Directors

The Board of Directors has the responsibility for determining compensation for the directors and senior management.

To determine compensation payable, the Board, in consultation with the independent directors, reviews compensation paid to directors of companies of similar size and stage of development in the mineral exploration industry, and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management, while taking into account the financial and other resources of the Company. In setting the compensation, the Board, in consultation with the independent directors, annually reviews the performance of the President in light of the Company's objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

The Company has an audit committee. As the directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger Board of Directors, the Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

The Board of Directors has not adopted a formal process whereby the Board of Directors, the Audit Committee and individual directors are regularly assessed with respect to their effectiveness and contribution. The Board of Directors satisfies itself with respect to the effectiveness of the Board of Directors, its committees and individual directors by monitoring on an informal basis whether the objectives of each of the Board of Directors and the Company are being achieved and whether the responsibilities of each of the Board of Directors, its committees and individual directors and of the Company are being fulfilled.

Nomination

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

AUDIT COMMITTEE

National Instrument 52-110 ("**NI 52-110**") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth in the following.

The Audit Committee's Charter

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, "financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be appointed by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair of the Committee by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

(a) Review and update this Charter annually.

(b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

iii. such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.

Composition of the Audit Committee

The following are the members of the Committee:

David Baker	Not independent [(1)(2)]	Financially literate[(1)]
J. Earl Terris	Independent [(1)]	Financially literate[(1)]
Robert McMorran	Independent [(1)]	Financially literate[(1)]

(1) As defined by NI 52-110.
(2) Mr. Baker is not independent as he is the President and CEO of the Company.

Relevant Education and Experience

Name	Education and Experience
David Baker	President and Director of the Company since March 2004 and CEO of the Company since December 2010; previously investment advisor with Union Securities Ltd. whereby he would regularly analyze and review financial statements.
J. Earl Terris	Mr. Terris has a B.Sc. degree from McGill University, and has completed MBA level courses in Accounting and Finance. As a past and current director of several other TSX listed issuers, he is familiar with public company financial statements.
Robert McMorran	Mr. McMorran obtained his Chartered Accountant designation in 1981. He has served as the CFO of numerous resource companies and therefore is very experienced in dealing with financial matters.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services)*, Section 6.1.1(4) (*Circumstance Affecting Business or Operations of Venture Issuer*), Section 6.1.1(5) (*Events Outside Control of Member*), Section 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "The Audit Committee's Charter – Responsibilities and Duties – External Auditors".

External Auditors Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	*Audit Fees*[1]	*Audit Related Fees*	*Tax Fees*[2]	*All Other Fees*
December 31, 2014	$25,500	Nil	$2,450	Nil
December 31, 2013	$14,790	Nil	$1,200	Nil

(1) The aggregate fees billed for professional services rendered by the Company's auditor for audit fees.
(2) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice, and tax planning.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of directors of the Company at three.

The Company is required to have an audit committee. Members of this committee are as set out below.

Pursuant to the Advance Notice Policy of the Company adopted by the Board of Directors on November 12, 2013, any additional Director nominations for the Meeting must have been received by the Company in compliance with the Advance Notice Policy no later than the close of business on August 28, 2015.

Management of the Company proposes to nominate each of the following persons for election as a Directors. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	**Principal Occupation or employment and, if not a previously elected Director, occupation during the past 5 years**	**Previous Service as a Director**	**Number of Common Shares beneficially owned, controlled or directed, directly or indirectly**[2]
David Baker[1] BC, Canada Director, President and CEO	President & Director of the Company since March 2004; President of D. Baker Capital Inc. from July 2002 to present.	March 26, 2004	1,089,000

J. Earl Terris[(1)] Cornwall, UK Director	Independent consultant from May 2004 to present.	December 9, 2005	1,473,000
Don Dybyk Ontario, Canada Director	Director from March, 2008 to September, 2011 of Masuparia Gold Corp, a publicly-traded exploration company.	May 1, 2013	Nil

(1) Member of the audit committee.
(2) Shares beneficially owned, controlled or directed, directly or indirectly, as at August 26, 2015 based upon information furnished to the Company by individual directors.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the company acting solely in such capacity.

Except as set out below, to the knowledge of the Company, no proposed director:

(a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:

(i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

(ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or

(b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

(d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On December 3, 2008, Merit Mining Corp., a company from which Robert McMorran had resigned his office, but of which he had within the prior 12 months been the CFO, filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act. On April 14, 2009, unsecured creditors approved

such proposal and, on May 6, 2009, the Supreme Court of British Columbia made an Order approving the same.

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
David Baker	Resolve Ventures Inc., Source Exploration Corp.
J. Earl Terris	Resolve Ventures Inc., Source Exploration Corp.
Don Dybyk	Resolve Ventures Inc.
Matthew Watson	Redzone Resources Inc., Way Ventures Inc.
Robert McMorran	Terra Nova Energy Ltd., Neoteck Solutions Inc., BRS Ventures Ltd., Dominion Energy Ltd., Inca One Resources Corp., Archer Petroleum Corp., Encanto Potash Corp., Santacruz Silver Mining Ltd.

APPOINTMENT OF AUDITORS

Morgan & Company LLP, Chartered Accountants, of 1488 – 700 West Georgia Street, Vancouver, British Columbia, are the auditors of the Company and were first appointed on October 13, 2006. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Morgan LLP as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

RATIFICATION OF STOCK OPTION PLAN

The Company received shareholder ratification and approval at its Annual General Meeting held on June 30, 2014 of its "rolling" stock option plan (the "**Plan**") whereby a maximum of 10% of the issued shares of the Company, from time to time, may be reserved for issuance pursuant to the exercise of options. The TSX Venture Exchange (the "**Exchange**"") requires listed companies that have "rolling" stock option plans which set the number of common shares issuable under the plan at a maximum of 10% of the issued and outstanding common shares in place to receive shareholder approval to such plan on a yearly basis at the Company's annual general meeting. Accordingly, the shareholders of the Company will be asked at the Meeting to ratify and approve the Plan.

The material terms of the Plan are as follows:

1. The term of any options granted under the Plan will be fixed by the Board of Directors at the time such options are granted, provided that options will not be permitted to exceed a term of five years (or ten years if the Company is reclassified by the Exchange as a Tier 1 issuer).
2. The exercise price of any options granted under the Plan will be determined by the Board of Directors, in its sole discretion, but shall not be less than the closing price of the Company's common shares traded through the Exchange on the day preceding the day on which the Directors grant such options, less any discount permitted by the Exchange.
3. The Board may attach restrictions relating to the exercise of options, including vesting provisions. Options granted to consultants performing investor relations activities must vest in stages over 12 months with no more than one-quarter of the options vesting in any three month period.
4. All options will be non-assignable and non-transferable.
5. No more than (i) 5% of the issued shares may be granted to any one individual in any 12 month period; (ii) 2% of the issued shares may be granted to a consultant (without consent from the Exchange) in any 12 month period; and (iii) 2% of the issued shares awarded to all employees and

consultants who perform investor relations activities (without consent from the Exchange) in any 12 month period.

6. If the option holder ceases to be a Director of the Company (other than by reason of death), then the option granted shall expire on the 90th day following the date that the option holder ceases to be a Director subject to the terms of the Plan. If the option holder ceases to be an employee or consultant of the Company, then the options granted shall expire on the 30th day following the date the option holder ceases to be an employee or consultant, subject to the terms of the Plan. However, if the option holder is engaged in investor relations activities on behalf of the Company, the options shall expire on the date the option holder ceases to be an employee or consultant of the Company.

7. Disinterested shareholder approval must be obtained for (i) any reduction in the exercise price of an outstanding option, if the option holder is an insider; (ii) a situation where the number of shares reserved for issuance under options granted exceeds 10% of the Company's issued shares; (iii) a situation where the grant of options to insiders, within a 12 month period, exceeds 10% of the Company's issued shares; and (iv) a situation where any grant of options to any one individual, within a 12 month period, exceeds 5% of the Company's issued shares where the Company is a Tier 1 issuer on the Exchange.

8. Options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's common shares.

The Plan is subject to receipt of annual Exchange acceptance of its filing.

At the Meeting, shareholders will be asked to consider, and if thought fit, to approve an ordinary resolution in the following form:

> "BE IT RESOLVED THAT the Company approve and ratify, subject to regulatory approval, the Company's stock option plan, as described in the Company's Information Circular dated August 26, 2015, pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis."

The full text of the Plan will be made available at the offices of the Company, Suite 3904 – 1077 W. Cordova Street, Vancouver, British Columbia, V6C 2C6, until 4:00 p.m. (Pacific Time) on the business day immediately preceding the date of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com. Shareholders may contact the Company by (i) mail at Suite 3904 – 1077 W. Cordova Street, Vancouver, British Columbia, V6C 2C6; or (ii) fax at (604) 669-5572 to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year which are filed on SEDAR.

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

DATED this 26th day of August, 2015.

APPROVED BY THE BOARD OF DIRECTORS

_____

David Baker, President and CEO